

STATE MS.-DESOTO CO.
FILED

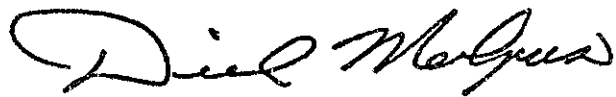
State of Mississippi

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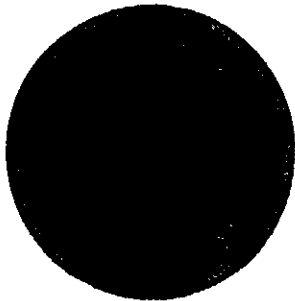
Office of the Secretary of State

Dick Molpus, Secretary of State
Jackson, MississippiBK 14 PG 607
W.E. DAVIS CH. CLK.
by P. Stanley

MISSISSIPPI CORPORATION INFORMATION SYSTEM

Corporation Name:
FREEDOM KARTS, INC.Corp ID: 0621128
Filed: 08/14/1995 AT 8:00 A. M.DICK MOLPUS
Secretary of State

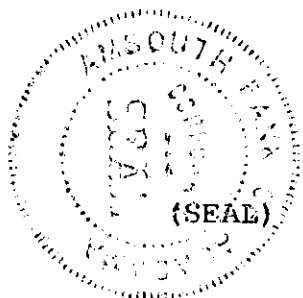
Filing Fee Receipt: \$50.00

Secretary of State
P.O. Box 136
Jackson, MS 39205
(601) 359-1333

CERTIFICATE

I, Carl L. Gorday hereby certify that: (1) I am the Assistant Secretary of AmSouth Bank of Alabama, an Alabama banking corporation, and that I have been duly appointed and am presently serving in that capacity in accordance with the by-laws of said corporation; (2) the attached is a true and correct copy of the original of the Articles of Merger filed with the State of Alabama regarding the merger of AmSouth Mortgage Company, Inc. with and into AmSouth Bank of Alabama, Birmingham, Alabama; and (3) said merger was, in fact, completed and became effective on December 29, 1995.

IN WITNESS WHEREOF, I hereunto set my hand and the seal of said corporation on this the 15th day of February, 1996.



Carl L. Gorday
Assistant Secretary

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned authority, in and for said County and in said State, hereby certify that Carl L. Gorday, whose name as Assistant Secretary of AmSouth Bank of Alabama is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same for and as the act of said corporation.

Given under my hand and official seal, this 15th day of February, 1996.

Michelle A. Bridges
Notary Public

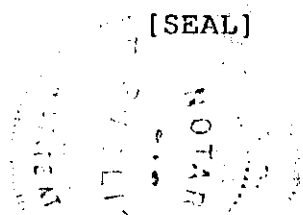
STATE MS.-DESCOTO CO. PA

MAR 4 4 49 PM '96

My Commission Expires: _____

MY COMMISSION EXPIRES AUGUST 4, 1997

BK. 14 PG. 608
W.E. DAVIS CH. CLK.





BOOK 114 PAGE 609

STATE OF ALABAMA
STATE BANKING DEPARTMENT

101 SOUTH UNION STREET
MONTGOMERY, ALABAMA 36130-1201
TELEPHONE (334) 242-3452
FAX (334) 242-3500



Dec 08 1995
AmSouth Legal Dept.

December 4, 1995

Mr. William H. Caughran, Jr.
Associate Counsel
AmSouth Bank
Post Office Box 11007
Birmingham, Alabama 35288

Dear Mr. Caughran:

As outlined in your letter dated November 24, 1995, AmSouth Bank of Alabama may merge its wholly-owned subsidiary, AmSouth Mortgage Company, Inc., into the bank by the end of this year. No approval would be required from the State Banking Department in connection with this particular merger.

If you have any further questions, please do not hesitate to contact me.

Very truly yours,

Scott Corscadden
General Counsel

SC/jsf

cc: Kenneth R. McCartha, Superintendent of Banks

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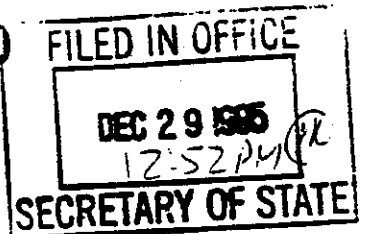
Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on SEPTEMBER 26 2005

DATE 12-29-05

John Fairman
Secretary of State

BOOK 14 PAGE 610



ARTICLES OF MERGER
OF
AMSOUTH MORTGAGE COMPANY, INC.
WITH AND INTO
AMSOUTH BANK OF ALABAMA

The undersigned, an Alabama banking corporation, hereby files these Articles of Merger pursuant to Section 10-2B-11.05 of the Code of Alabama 1975 for the purpose of merging its wholly-owned subsidiary, AmSouth Mortgage Company, Inc., with and into the undersigned AmSouth Bank of Alabama. The undersigned does hereby certify:

FIRST: That the Plan of Merger is set forth on the attached Exhibit A which is incorporated herein.

SECOND: That approval of the Plan of Merger by the shareholders of either AmSouth Bank of Alabama or AmSouth Mortgage Company, Inc. was not required as set forth in Section 10-2B-11.04(a) of the Code of Alabama 1975.

THIRD: That the Articles of Incorporation of AmSouth Bank of Alabama are filed in Jefferson County, Alabama, and that AmSouth Mortgage Company, Inc. is incorporated under the laws of the State of Delaware.

FOURTH: That these Articles of Merger and the merger of AmSouth Mortgage Company, Inc. with and into AmSouth Bank of Alabama shall be effective as of 5:01 p.m., Central Time, on December 29, 1995.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed by its duly authorized officer on this 21st day of December, 1995, to be effective as provided above.

AMSOUTH BANK OF ALABAMA

By: John W. Woods

John W. Woods
Chairman of the Board and
Chief Executive Officer

PLAN OF MERGER
OF
AMSOUTH MORTGAGE COMPANY, INC.
AND
AMSOUTH BANK OF ALABAMA

Pursuant to Sections 10-2B-11.04 and 10-2B-11.07 of the Code of Alabama 1975 and Section 253 of the General Corporation Law of the State of Delaware, the Board of Directors of AmSouth Bank of Alabama ("Parent"), an Alabama banking corporation, hereby adopts the following Plan of Merger for the purpose of merging into AmSouth Bank of Alabama its wholly-owned subsidiary, AmSouth Mortgage Company, Inc. ("Subsidiary"), a Delaware corporation.

1. Parties to the Merger.

(a) The name of Parent is AmSouth Bank of Alabama. Parent is incorporated under the laws of the State of Alabama. Parent is the owner of all of the issued and outstanding capital stock of Subsidiary.

(b) The name of Subsidiary is AmSouth Mortgage Company, Inc. Subsidiary is incorporated under the laws of the State of Delaware.

2. The Merger.

(a) Subsidiary shall merge with and into Parent (the "Merger"), the separate existence of Subsidiary shall cease, and Parent (sometimes hereinafter referred to as the "Continuing Corporation") shall survive, all with the effect provided by the Alabama Business Corporation Act and, to the extent applicable, the General Corporation Law of the State of Delaware. The Articles of Incorporation and By-Laws of the Continuing Corporation shall be those of Parent, as in effect immediately prior to the Merger. The directors and officers of Parent immediately prior to the Merger shall be the directors and officers of the Continuing Corporation until their successors are elected and qualify.

(b) Upon the effective date of the Merger all of the shares of capital stock of Subsidiary shall be automatically canceled without any action on the part of the holder thereof. The shares of capital stock of Parent issued and outstanding immediately prior to the Merger shall, on and after the effective date of the Merger, be unchanged and remain outstanding as shares of capital stock of the Continuing Corporation.

(c) On and after the effective date of the Merger the Continuing Corporation shall possess all of the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the merging corporations; and all

property, real personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to each of the corporations so merged, shall be taken and deemed to be transferred to and vested in the Continuing Corporation without further act or deed; and the title to real estate or any interest therein, vested in any of such corporations, shall not revert or be impaired in any way by reason of the Merger.

(d) The Continuing Corporation shall thenceforth be responsible and liable for all of the liabilities, obligations and penalties of each of the corporations so merged.

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ARTICLES OF AMENDMENT
TO
THE CHARTER OF INCORPORATION OF
SUMMERWOOD BAPTIST CHURCH, INC.
A MISSISSIPPI NON-PROFIT CORPORATION

304901

Pursuant to the provisions of 79-4-10.01, the undersigned Corporation adopts the following Articles of Amendment to its Charter of Incorporation:

1. The name of the Corporation shall be changed to GRACEWOOD BAPTIST CHURCH, INC., a MISSISSIPPI NON-PROFIT CORPORATION.

2. The Amendment of The Charter of Incorporation was adopted by the members of the Corporation on January 2, 1994, at a regular meeting of members of the Corporation, at Olive Branch, Mississippi.

Date: <u>8:00 AM</u> <u>2nd</u> day of <u>JANUARY</u> , 1994	SUMMERWOOD BAPTIST CHURCH, INC.
Amount Received: <u>\$50.00</u>	
Filed: <u>2-24-94</u>	
BY: <u>Fred H. Davis</u> NAME: <u>FRED H. DAVIS</u> TITLE: <u>PRESIDENT</u>	
STATE OF MISSISSIPPI COUNTY OF <u>DESOUD</u> State of Mississippi	

Personally appeared before me, the undersigned authority in and for the said county and state, on this the 2nd day of JANUARY, 1994, within my jurisdiction, the within named Fred H. Davis, who acknowledged that he is President of SUMMERWOOD BAPTIST CHURCH, INC., a Mississippi Non-Profit Corporation, and that for and on behalf of the said corporation, and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized by said Corporation so to do.

STATE NO. 10-10-10 CO. PL Ann Ragdale
Notary Public

My Commission Expires: 2-16-96 HAR 18 4 32 PM '96
letters/3927Merger2

BK 14 PG 613
W.E. DAVIS CH. CLK.

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BOOK

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RECEIVED

FEB 24 1994

SECRETARY OF STATE
JACKSON, MS.

February 21, 1994

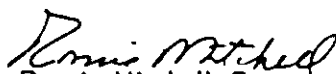
Secretary of State
Business Services Division
Post Office Box 136
Jackson, Mississippi 39205

Re: Amendment of Charter

Please amend the charter of Incorporation of Summerwood Baptist Church, Inc., by changing the name of the corporation to Gracewood Baptist Church, Inc.

A check for \$50.00 is enclosed.

Sincerely,


Ronnie Mitchell, Pastor
Summerwood Baptist Church
8551 Getwell Road North
Olive Branch, Mississippi 38654

BOOK 14 PAGE 615

RETURN TO:
BRIDGEMORTH & BUNTIN
P. O. BOX 241
SOUTHAVEN, MS 38671

STATE OF MISSISSIPPI

I hereby certify that this is a true
and complete copy of the 2 page
document on file in this office.

DATED: 3/13 1996

W. J. Clark
Sharon Edwards
Notary Public for the State of Mississippi